

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al. ¹)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
Debtors.)	
)	Re: Docket nos. 27114, 27126, 27280 &
)	27290

**CERTIFICATE OF COUNSEL REGARDING ORDER AUTHORIZING THE DEBTORS
TO SERVE THE ACQUISITION ORDER ON SELLER, THE COMMITTEES AND
FCRS**

1. On June 22, 2011, the Court entered its *Protective Order Authorizing the Debtors to File Under Seal Their Motion for Entry of an Order Authorizing, but not Requiring, the Debtors to Participate in a Competitive Auction, and if Selected as the Winning Bidder Thereafter Consummate a Proposed Acquisition*, Dkt. No.27126 (the “Seal Order”).

2. The Seal Order provides in relevant part that the following documents were to be filed under seal:

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company and H-G Coal Company.

- *Motion for Entry of an Order Authorizing, but not Requiring, the Debtors to Participate in a Competitive Auction, and if Selected as the Winning Bidder Thereafter Consummate a Proposed Acquisition*, docket no. 27114 (the “Acquisition Motion”);
- The form transaction agreement attached as an exhibit to the Proposed Transaction Motion (the “TA”) and the associated agreements and other transaction documentation (the “Transaction Documentation”), which Transaction Documentation shall be filed only upon Seller’s selection of Grace as the winning bidder in the Auction;
- Two declarations in support of the Proposed Transaction, the first of which is from Jeremy Francis Rohen (the “Rohen Declaration”) and the second of which is from John James O’Connell III (the “O’Connell Declaration”, together with the Rohen Declaration, the “Declarations”); and
- Any further documentation filed in support of the Proposed Transaction Motion on or before entry of an order authorizing the relief sought in the Proposed Transaction Motion (the “Supplemental Filings”).

3. The Seal Order further provided that:

The Debtors shall serve the Proposed Transaction Motion, the Transaction Documentation, the Declarations and the Supplemental Filings (if any) on the statutory committees and futures claimants representatives appointed in these chapter 11 cases

On July 22, 2011, the Debtors filed under seal as a Supplemental Filing their *Certificate of Counsel Regarding Order as Amended, Authorizing, but not Requiring, the Debtors to Participate in a Competitive Auction, and if Selected as the Winning Bidder Thereafter Consummate a Proposed Acquisition*, docket no. 27280 (the “Certificate of Counsel”) and served it on counsel for the Committees and FCRs as provided for in the Seal Order.

4. The Debtors attached as Exhibit A to the Certificate of Counsel an amended form of *Order Authorizing, but not Requiring, the Debtors to Participate in a Competitive Auction, and if Selected as the Winning Bidder Thereafter Consummate a Proposed Acquisition* (the “Acquisition Order”).² The Certificate of Counsel requested the Court enter the Acquisition

² Capitalized terms not defined herein shall have the meaning ascribed to them in, as the case may be, the Certificate of Counsel, the *Motion for Entry of a Protective Order Authorizing the Debtors to File Under Seal*

Order under seal and enter a redacted form of the order (attached to the Certificate of Counsel as Exhibit C) on the docket (the “Redacted Acquisition Order”). On July 25, 2011, the Court entered the Redacted Acquisition Order on the docket (docket no. 27290), and it has been since served on parties-in-interest.

5. The Debtors now wish to serve the Acquisition Order on the Committees and FCRs as contemplated by the Seal Order. They also wish to serve the Acquisition Order on Seller, since there is no part of the Acquisition Order that need (or should) be kept confidential from Seller.

6. The Debtors respectfully request the Court enter an order in form attached hereto as Exhibit A authorizing the release of the Acquisition Order only to the Debtors. The Debtors will serve the Acquisition Order on Seller, the Committees and the FCRs via e-mail.

[Signature Page to Follow]

Their Motion for Entry of an Order Authorizing, but not Requiring, the Debtors to Participate in a Competitive Auction, and if Selected as the Winning Bidder Thereafter Consummate a Proposed Acquisition, Dkt. No. 27115 (the “Seal Motion”), the Seal Order, the Acquisition Motion, the SPA, the Acquisition Documentation or the First Amended Joint Plan of Reorganization in these Chapter 11 Cases, Docket no. 25881, as it may be further amended, supplemented or otherwise modified from time to time and the schedules and exhibits to the foregoing, as the same may be in effect from time to time (the “Plan”).

Dated: July 27, 2011

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